

Exhibit 3

CARITAS HEALTH CARE, INC.
MEETING OF THE BOARD OF TRUSTEES

October 30, 2008

I. Call to Order

The meeting was called to order at 3:05 p.m. at Mary Immaculate Hospital, Outpatient Department conference room, 152-11 89th Avenue, Jamaica, NY 11432.

A. Trustees Present:

Emil Rucigay, Esq., Chairman
Vincent Arcuri, Treasurer
Father Patrick Frawley (via telephone)
Rajiv Garg
Fred T. Haller III, Esq.
Herman Hochberg
Mark Lane (via telephone)
Krishna K. Mehta
Albert Wiltshire

B. Invitees:

John Lavan, Chief Restructuring Officer BQHC
Vito A. Cardo, Jr., DDS – President, Caritas Medical Board
Annette Hastings – Vice President/Executive Director SJQH
Wah-chung Hsu – Acting Chief Financial Officer, Caritas
Ajay Lodha, MD – CMO/Sr. VP Medical Affairs & Strategic Initiatives, Caritas
Christopher Mastromano – Vice President/Executive Director MIH
Claire Mullally, Esq. – Interim Counsel BQHC
Richard J. Zall – Partner, Proskauer Rose LLP

II. Approval of Minutes

The minutes of the Caritas Board meeting of September 10, 2008 and the minutes of the September 24, 2008 joint meeting of the Boards of Brooklyn Queens Health Care, Inc., Wyckoff Heights Medical Center and Caritas Health Care, Inc. were approved as presented.

III. Credentials Committee Report

The written Credentials Committee report of September 10, 2008, attached hereto as Exhibit A, the minutes of the September 10, 2008 meeting of the Credentials Committee, attached hereto as Exhibit B, the written Credentials Committee report of October 16, 2008, attached hereto as Exhibit C, and the minutes of the October 16, 2008 meeting of

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the Credentials Committee, attached hereto as Exhibit D, were presented to the Board for approval.

A Credentials Committee activity summarization, provided by Dr. Cardo, was read aloud to the Board members and invited guests.

Upon motion duly made and seconded, the Board unanimously

RESOLVED, that the Credentials Committee Reports of September 10 and October 16, 2008 and the minutes of the September 10 and October 16, 2008 meetings of the Credentials Committee, annexed hereto as Exhibits A, B, C and D, respectively, be, and hereby are, accepted.

IV. Presentation of the Unaudited Financial Statements of August 2008

Wah-chung Hsu presented the company's unaudited financial statements for the eight months ended August 31, 2008, which had been distributed to the Board via email in advance of the meeting and are attached hereto as Exhibit E. Mr. Hsu discussed the statements with particular emphasis on cash flow, adjustments and long-term debt. He also provided clarification and explanation in response to questions raised by the trustees and invited guests.

Upon motion duly made and seconded, the Board unanimously

RESOLVED, that the company's unaudited financial statements for the eight month period ended August 31, 2008, annexed hereto as Exhibit E, be, and hereby are accepted, subject to audit.

V. Selection of Chief Executive Officer

Mr. Rucigay announced the names and summarized the professional experience of each of the six candidates for the position of Chief Executive Officer, which were distributed in advance of the meeting and attached collectively hereto as Exhibit F.

Following discussion, Mr. Lane asked for Mr. Lavan's recommendation. Mr. Lavan recommended the applicant Michael S. Kaminsky for the position of Chief Executive Officer, Caritas.

Upon motion duly made and seconded, the Board by a vote of 6-2, with one abstention

RESOLVED, that the recommendation of Michael S. Kaminsky made by Chief Restructuring Officer, John Lavan be, and hereby is, accepted.

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Upon motion duly made and seconded, the Board by a vote of 7-2

RESOLVED, that Mr. Lavan conduct and complete negotiations with Mr. Kaminsky facilitating his appointment as Chief Executive Officer, Caritas, and that Mr. Zall prepare all necessary documents relating to such appointment.

Furthermore, in response to Mr. Wiltshire's suggestion that contract parameters be established relating to Mr. Kaminsky's contract, Mr. Rucigay stated that he would personally contact all trustees with specific information relative to the contract prior to his signing of such contract. Additionally, he assured the trustees that he would consider and weigh all comments from them.

VI. Selection of Strategic Partner

Mr. Rucigay described the recent discussions that had taken place with various prospective strategic partners. These parties included North Shore-Long Island Jewish Health System, Mount Sinai, MediSys and Parkway. Mr. Rucigay indicated his view that the NS-LIJ proposal was the only viable proposal and that he and Mr. Lavan believed it was supported by the State. Mr. Lavan described the conditions set forth by NS-LIJ as prerequisite to their establishing a strategic partnership with Caritas. He also expressed an opinion that the Board needed to select a strategic partner expeditiously.

The Board then discussed, among other things, committing to an exclusivity agreement with NS-LIJ, the need to clarify the latest proposal from NS-LIJ, the role of Mr. Lavan with respect to communication and negotiations with NS-LIJ as well as subsequent notifications to the NYS DOH, and the need to expedite action.

Following discussion and upon Motion duly made and seconded, the Board, by a vote of 6-2 with one abstention

RESOLVED, that Chief Restructuring Officer John Lavan is authorized to commence negotiations with North Shore - Long Island Jewish Health System and, together with the Board's Negotiating Committee (charged at the September 24, 2008 Joint Meeting), plan a strategic relationship during a 90-day exclusive period.

In response to the question posed by Dr. Cardo, the trustees agreed that a representative of the Caritas medical staff, of Mr. Lavan's selection, be added to the Negotiating Committee.

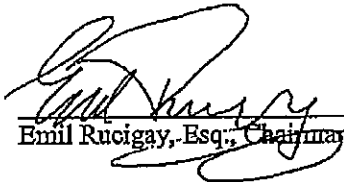
VII. Next Meeting of the Board

The Board will meet on Wednesday, November 12, 2008 at 3:00 p.m. at Mary Immaculate Hospital.

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VIII. Adjournment

There being no further business, upon motion duly made and seconded, the meeting adjourned at 4:30 p.m.


Emil Rucigay, Esq., Chairman


Secretary of the Meeting

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